

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
	:
	: Chapter 11
In re:	:
	: Case No. 08-13555 (JPM)
LEHMAN BROTHERS HOLDINGS, INC.,	:
	: Jointly Administered
Debtors.	:
-----	X

**VERIFIED STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON, LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

Paul, Weiss, Rifkind, Wharton & Garrison LLP, ("Paul, Weiss"), as attorneys for the entities listed on Exhibit A hereto (collectively, the "Entities"), in connection with the above-captioned chapter 11 cases of Lehman Brothers Holdings, Inc. and related subsidiaries and affiliates including Lehman Brothers, Inc. (collectively, the "Debtors"), makes the following statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the "Statement").

1. Paul, Weiss is counsel to the Entities in the above-captioned cases. The address for Paul, Weiss for purposes of this Statement is 1285 Avenue of the Americas, New York, NY 10019-6064.
2. The mailing address for each of the Entities is listed on Exhibit A hereto.

3. Each of the Entities may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

4. The specific nature and amounts of the claims held by the Entities will be set forth in proofs of claims filed against the Debtors' estates.

5. The following are the facts and circumstances in connection with Paul, Weiss' employment in these cases. Paul, Weiss represented each of the Entities prior to the Debtors' chapter 11 cases. Each of the Entities separately requested that Paul, Weiss represent them in connection with the Debtors' chapter 11 cases. Paul, Weiss also represents the Entities on matters unrelated to the Debtors' chapter 11 cases.

6. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Paul, Weiss' representation of such Entities.

7. Paul, Weiss also represents or advises, or may have represented or advised other parties in interest with respect to the cases that have not been included in the Statement because the parties that Paul, Weiss represents do not currently intend to appear in the cases or such representations have been concluded. These parties in interest include commercial and investment banks, private equity and hedge funds, and other financial institutions, exchanges, and clearing organizations that are parties to various agreements with the Debtors.

8. Paul, Weiss has provided, and may continue to provide, certain legal services to the Debtors. With respect to such services, Paul, Weiss has prepetition and may have post-petition claims against the Debtors.

9. Paul, Weiss will supplement this Statement as necessary.

Dated: New York, New York
December 12, 2008

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: /s/ STEPHEN J. SHIMSHAK
Stephen J. Shimshak
Douglas R. Davis
Claudia L. Hammerman
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

I, Stephen J. Shimshak, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the facts set forth in the foregoing Statement are true and correct to the best of my knowledge, information and belief.

By: /s/ STEPHEN J. SHIMSHAK
Stephen J. Shimshak

Executed this 12th day of
December, 2008.

EXHIBIT A

Attorneys for:

Bank Hapoalim, B.M.
1177 Avenue of Americas
New York, NY 10036

Citigroup Inc. and all of its affiliates, including Citibank, N.A., and Banco
Nacional de México, S.A.
399 Park Avenue
New York, NY 10043

Freshfields, Bruckhaus, Derringer LLP
520 Madison Avenue
New York, NY 10022

Historic TW Inc.
One Time Warner Center
New York, NY 10019

King Street Capital Management, LLC
65 E. 55th Street
New York, NY 10022

Monday Properties
230 Park Avenue, Suite 5000
New York, NY 10169

Montauk Energy Capital, LLC
Foster Plaza 10, 5th Floor
680 Anderson Drive
Pittsburgh, PA 15220

Nexen Inc.
801 Seventh Avenue S.W.
Calgary, Alberta T2P 3P7

Nickel 1997 Irrevocable Trust
1201 North Market Street, 18th Floor
Wilmington, DE 198011147

Oak Hill Advisers, L.P.
1114 Avenue of the Americas, 27th Floor
New York, NY 10036

R3 Capital Partners
1271 Avenue of the Americas
New York, NY 10020